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IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION

- - - - - x  
:  
In re: : Chapter 11  
:  
CIRCUIT CITY STORES, INC., : Case No. 08-35653 (KRH)  
et al., :  
:  
Debtors. : Jointly Administered  
- - - - - x

**ORDER PURSUANT TO BANKRUPTCY CODE SECTIONS 105(a),  
365(a) AND 554 AND BANKRUPTCY RULE 6006 AUTHORIZING  
REJECTION OF CERTAIN UNEXPIRED LEASES OF NONRESIDENTIAL  
REAL PROPERTY AND ABANDONMENT OF PERSONAL PROPERTY  
EFFECTIVE AS OF DECEMBER 12, 2008**

Upon the motion (the "Motion")<sup>1</sup> of the Debtors  
for entry of an order, under Bankruptcy Code sections

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<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

105(a) 365(a) and 554 and Bankruptcy Rule 6006, authorizing the Debtors to (i) reject certain unexpired leases of real property, including any amendments, modifications or subleases thereto, as set forth on the attached Exhibit A (collectively, the "Leases"), and any guaranties thereof, effective as of December 12, 2008 (the "Rejection Date") and (ii) abandon any equipment, furniture or fixtures located at the premises covered by the Leases (the "Premises"); and the Court having reviewed the Motion; and the Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

**ORDERED, ADJUDGED, AND DECREED that:**

1. The Motion is GRANTED; provided, however, nothing contained herein shall impair, limit or otherwise affect the rights of Barbara L. Goldsmith vis-

a-vis Toys "R" Us- Delaware, Inc. under that certain Recognition Agreement dated as of May 27, 2005 between Barbara L. Goldsmith and Toys "R" Us-Delaware, Inc.

2. The Leases and any guaranties thereof are hereby rejected effective as of the Rejection Date, with the exception of the Leases with the Greater Orlando Aviation Authority, Carmax Business Services, Cole CC Kennesaw GA, LLC and Food Lion, LLC, which shall be rejected as of December 31, 2008. Any subleases associated with the Leases or the Premises are hereby rejected effective as of the Rejection Date. The landlords for the Leases (the "Landlords") are entitled to immediate possession of the Premises as of the Rejection Date subject to the rights, if any, of a subtenant under Bankruptcy Code section 365(h) or applicable non-bankruptcy law; provided, however, that such rights, if any, will not affect the date of rejection and the Debtors shall be deemed to have surrendered the Premises to the applicable Landlord as of such date. Nothing in this paragraph 2 shall preclude a lessor from seeking rejection damages against a guarantor of a rejected guaranty, in addition to such

lessor's right to seek rejection damages under the Bankruptcy Code.

3. Pursuant to Bankruptcy Code section 554, the Debtors are authorized to abandon any and all furniture, fixtures, equipment, inventory and/or any other personal property ("Abandoned Property") located at the Premises, and such Abandoned Property is deemed abandoned, on the Rejection Date to the Landlords free and clear of all liens, claims and other interests, and the Landlords may, in their sole discretion and without further notice, dispose of such Abandoned Property without liability to the Debtors or any third parties claiming an interest in such Abandoned Property.

4. Each counterparty to a Lease or any guaranty thereof shall have until the later of (i) thirty (30) days of date this Order is entered on the docket and (ii) January 30, 2008, to file a proof of claim on account any and all claims (as defined in the Bankruptcy Code), including (without limitation) claims arising from or related to rejection of its Lease or guaranty.

5. The requirement under Local Bankruptcy

Rule 9013-1(G) to file a memorandum of law in connection with the Motion is hereby waived.

6. The Court retains jurisdiction to hear and determine all matters arising from or related to the implementation or interpretation of this Order.

Dated: Richmond, Virginia  
December \_\_, 2008

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UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

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/s/ Douglas M. Foley  
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**CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)**

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Douglas M. Foley  
Douglas M. Foley

**EXHIBIT A**

**(List of Unexpired Leases of Real Property)**



**EXHIBIT A**  
**Unexpired Leases of Real Property**

<u>Store Number</u>	<u>Lease Location</u>	<u>Prime Lease/ Sublease</u>	<u>Landlord/ Subtenant</u>
#3355	Mantua Commons Shopping Center Glassboro Rd. Sewell, NJ 08080	Prime	Route 553 Retail, LLC
#3657	East Washington Place Shopping Center Hwy 101 and E. Washington Ave. Petaluma, CA 94594	Prime	Regency Petaluma, LLC
#3755	Waterford Shopping Center Hartford Turnpike Waterford, CT 06385	Prime	BFLO-Waterford Associates, LLC
#3773	Northgate Way Shopping Center NE Northgate Way and 5th Ave. NE Seattle, WA 98125	Prime	Wallace Northgate Development, LLC
#3800	Tonnelle Avenue and 91st Street North Bergen Tonnelle Plaza New Bergen, NJ 07047	Prime	Vornado North Vergan Tonnelle Plaza, LLC
#3875	The Summit at Calabasas NE corner of Lost Hills Rd. and Agoura Rd. Calabasas, CA 91302	Prime	Dollinger Lost Hills Associates
#3886	Colonial Pinnacle Nord du Lac Shopping Center Covington, LA	Prime	CP Nord Du Lac JV, LLC

<u>Store Number</u>	<u>Lease Location</u>	<u>Prime Lease/ Sublease</u>	<u>Landlord/ Subtenant</u>
#3888	Rancho del Chino South Shopping Center Ramona Ave. and Chino Hills Pkwy. Chino, CA	Prime	Chino South Retail PG, LLC
#3890	North Central 'The City' Central Expressway Park Lane Place Shopping Center Dallas, TX 75231	Prime	Harvest/NPE LP
#3895	Hwy. 395 and Topsey Ln. Riverwood Phase 1B Douglas County, NV 89705	Prime	Riverwood Partners, LLC
#4241	Beverly Connection Shopping Center SE corner of La Cienega Blvd. and Beverly Blvd. Los Angeles, CA 90212	Prime	Bevcon I, LLC
#4250	The Pavilion at Port Orange Williamson Blvd. Port Orange, FL 32128	Prime	The Pavilion Port Orange, LLC
#4274	Abercia South Shopping Center Collier Blvd. Naples, FL	Prime	Victoria Estates, Ltd.; Magpond, LLC; Magpond-A, LLC; and Magpond-B, LLC
#4333	Bayonne Crossing Shopping Center Route 440 and East 22 St. Bayonne, NJ 07002	Prime	Cameron Bayonne, LLC
#6064	Chastain Meadows Office Complex	Prime	Cole CC Kennesaw GA, LLC

<u>Store Number</u>	<u>Lease Location</u>	<u>Prime Lease/ Sublease</u>	<u>Landlord/ Subtenant</u>
	225 Chastain Meadows Ct. Kennesaw, GA 30144		
#6145	Chastain Meadows Office Complex 225 Chastain Meadows Ct. Kennesaw, GA 30144	Sublease	Carmax Business Services, LLC
#6286	Village Square I 4555 East Cactus Rd. Phoenix, AZ 85032	Prime	Montevideo Investments, LLC
#6343	1920 Skibo Rd. Fayetteville, NC 28304	Prime	F&M Properties
#6343	1920 Skibo Rd. Fayetteville, NC 28304	Sublease	Books-A-Million
#6348	5166 E. Colonial Dr. Orlando, FL 32803	Prime	Greater Orlando Aviation Authority
#6348	5166 E. Colonial Dr. Orlando, FL 32803	Sublease	Workforce Central Florida
#6352	1107 Hayden Meadows Dr. Portland, OR 97217	Prime	Hayden Meadows, JV
#6352	1107 Hayden Meadows Dr. Portland, OR 97217	Sublease	J.R. Furniture USA, Inc.
#6355	Archdale Marketplace 5831 South Blvd. Charlotte, NC 28217	Prime	Charlotte (Archdale) UY, LLC
#6355	Archdale Marketplace 5831 South Blvd. Charlotte, NC 28217	Sublease	Food Lion, LLC
#6374	18550 W. Bluemound Rd. Brookfield, WI 53045	Prime	Barbara L. Goldsmith
#6374	18550 W. Bluemound Rd.	Sublease	Toys R Us, Inc.

<u>Store Number</u>	<u>Lease Location</u>	<u>Prime Lease/ Sublease</u>	<u>Landlord/ Subtenant</u>
	Brookfield, WI 53045		
#6544	Chastain Meadows Office Complex 225 Chastain Meadows Ct. Kennesaw, GA 30144	Sublease	J.P. Morgan Chase Bank
#6616	1107 Hayden Meadows Dr. Portland, OR 97217	Sublease	Hayden Meadows, JV
Covington Distribution Center	600 First Ave. Covington Industrial Park Gouldsboro, PA 18424	Prime	First Industrial Realty Trust and FR/CAL Gouldsboro Property Holding L.P.